

Market Announcement Office
ASX Limited, Sydney

3 October 2017

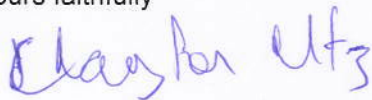
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Dear Sir/Madam

Notice of Change of Interests of Substantial Holder - MYOB Group Limited

In accordance with section 671B of the Corporations Act 2001 (Cth), we hereby lodge a Form 604 (Notice of change of interests of substantial holder) with ASX Limited (Market Announcements Office) in relation to MYOB Group Limited 153 094 958 for and on behalf of the substantial holders listed in section 1 of the attached form.

Yours faithfully



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Enc

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MYOB Group Limited

ACN/ARSN 153 094 958

1. Details of substantial holder (1)

Name Bain Capital Abacus Holdings, L.P.
Bain Capital Fund X, L.P.

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 30/09/2017
The previous notice was given to the company on 01/03/2017
The previous notice was dated 01/03/2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a

relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	268,626,259	44.3%	244,211,760	40.3%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
30/09/2017	Bain Capital Abacus Holdings, L.P. Bain Capital Fund X, L.P. (together, Bain)	Ceased to have a deemed relevant interest under Bain's deemed relevant interest under section 608(3) of the Corporations Act in Ordinary shares in which MYOB Group Limited has a relevant interest under s608(1)(c) of the Corporations Act	N/A	14,922,514 Ordinary shares	14,922,514

24/08/2017	Bain Capital Abacus Holdings, L.P. Bain Capital Fund X, L.P (together, Bain)	Ceased to have a deemed relevant interest under Bain's deemed relevant interest under section 608(3) of the Corporations Act in Ordinary shares in which MYOB Group Limited has a relevant interest under s608(1)(c) of the Corporations Act	N/A	9,491,985 Ordinary shares	9,491,985
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4. Present relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (2)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Bain Capital Abacus Holdings, L.P.	Bain Capital Abacus Holdings, L.P.	Bain Capital Abacus Holdings, L.P.	Relevant interest under section 608(1)(a) of the Corporations Act.	237,151,360 Ordinary shares	237,151,360
Bain Capital Fund X, L.P.	Bain Capital Abacus Holdings, L.P.	Bain Capital Abacus Holdings, L.P.	Relevant interest under section 608(3) of the Corporations Act	237,151,360 Ordinary shares	237,151,360

Bain Capital Abacus Holdings, L.P. Bain Capital Fund X, L.P. (together, Bain)	Various management shareholders per Annexure A to the MYOB Group Limited Form 603 (Notice of Initial Substantial Shareholder) filed by MYOB Group Limited on 28/02/2017	Various management shareholders per Annexure A to the MYOB Group Limited Form 603 (Notice of Initial Substantial Shareholder) filed by MYOB Group Limited on 28/02/2017	Bain's deemed relevant interest under section 608(3) of the Corporations Act in Ordinary shares held by various management shareholders in which MYOB Group Limited has a relevant interest pursuant to restrictions on Ordinary shares issued under the MYOB Executive Share Plan	7,060,400 Ordinary shares	7,060,400
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Bain Capital Abacus Holdings, L.P.	c/o Walkers Corporate Services Limited, Walker House 87 Mary Street, George Town, Grand Cayman KYI-9005
Bain Capital Fund X, L.P.	c/o Walkers Corporate Services Limited, Walker House 87 Mary Street, George Town, Grand Cayman KYI-9005

Signature

print name DAVID M. HUTCHING capacity Authorised signatory

sign here  date 29/09/17

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.